

WASHINGTON

R. J. REYNOLDS TOBACCO COMPANY

TOTAL CATEGORY MANAGEMENT

SELF SERVICE CARTON OUTLET

R J REYNOLDS TOBACCO COMPANY IS PLEASED TO ANNOUNCE THE FOLLOWING DISPLAY PLAN, EFFECTIVE JUNE 1, 1992, FOR RETAIL STORES THAT SELL 300+ CPW PRIMARILY BY THE CARTON.

REQUIREMENTS FOR TOTAL CATEGORY MANAGEMENT

BASE LEVEL

FULL PRICE PACKS

RETAILER AGREES TO PROVIDE RJR:

- NO LESS THAN COMPETITIVELY EQUAL PRESENCE FOR RJR FULL PRICE PACKAGE SALES, INCLUDING LOCATION OF DISPLAY(S) AND POINT OF SALE MATERIAL.
- APPROPRIATE PROMOTION CAPABILITY FOR RJR BRANDS.

FULL PRICE CARTONS

RETAILER AGREES TO PROVIDE RJR:

- SUFFICIENT SPACE TO SALES ON AN APPROVED SELF SERVICE CARTON FIXTURE.

SAVINGS BRANDS

RETAILER AGREES TO PROVIDE RJR:

- SUFFICIENT SPACE TO SALES ON AN APPROVED LOW PRICE CARTON AND/OR PACK FIXTURE.
- NO LESS THAN COMPETITIVELY EQUAL PRESENCE FOR RJR LOW PRICE BRANDS, INCLUDING LOCATION OF DISPLAY(S) AND DISPLAY SIZE.
- APPROPRIATE PRICE COMMUNICATION FOR RJR LOW PRICE BRANDS.

QUALIFICATION OF ALL BASE LEVEL REQUIREMENTS WILL BE DETERMINED BY AN RJR REPRESENTATIVE.

\$327.00

BASE LEVEL PAYMENT

REQUIREMENTS FOR FULL PARTICIPATION IN TOTAL CATEGORY MANAGEMENT:

TOTAL PARTICIPATION

- ADHERE TO ALL REQUIREMENTS SET FORTH IN THIS CONTRACT REGARDING BASE LEVEL PARTICIPATION.
- RJR PRODUCTS ARE EQUALLY REPRESENTED IN ALL PRICE POINTS CURRENTLY MAINTAINED, AND THOSE CREATED IN THE FUTURE.

PAYMENT FOR TOTAL CATEGORY MANAGEMENT

\$ 327.00 MONTHLY PAYMENT (BASE LEVEL)

\$ 164.00 TOTAL CATEGORY MANAGEMENT PAYMENT

\$ 491.00 TOTAL MONTHLY PAYMENT

SPECIFIC REQUIREMENTS FOR BASE LEVEL AND TOTAL CATEGORY MANAGEMENT

- RETAILER MUST USE MERCHANTISER(S) APPROVED BY R J REYNOLDS TOBACCO COMPANY.
- RETAILER MUST MAINTAIN MERCHANTISERS IN LOCATIONS AGREED UPON BY R J REYNOLDS TOBACCO COMPANY.
- THE REMOVAL OF ONE OR MORE CRITERIA, OF BASE LEVEL PARTICIPATION, TERMINATES THIS PLAN.
- In place of RJR overhead fixtures; RJR "Y" signs will be placed in same locations where overhead now exists. Additionally, RJR neon sign and lighted cigarette price sign will be placed at front door/window. RJR business hour, push-pull and address decals will be placed on all doors. All lighted fixtures kept lit.

51847 6407

- ALL CONTRACTS GOVERNING INDIVIDUAL REQUIREMENTS MUST BE MAINTAINED IN COMPLIANCE TO QUALIFY FOR TOTAL CATEGORY MANAGEMENT.
- RETAILER WILL MAINTAIN ADEQUATE DISPLAY OF DESIGNATED CIGARETTE BRANDS ON DISPLAY AT ALL TIMES.
- RETAILER WILL PERMIT R J REYNOLDS TOBACCO COMPANY TO MAKE REASONABLE AUDITS OF PERFORMANCE AND TO INSPECT AND ROTATE RJR'S PRODUCT IN STORES UNDER CONTRACT.

TOTAL CATEGORY MANAGEMENT COMPLIANCE WILL BE DETERMINED BY AN RJR REPRESENTATIVE AND PAYMENT WILL BE MADE AT THE END OF EACH CALENDAR QUARTER BY CHECK AS SOON AS PRACTICABLE. PAYMENTS WILL BE MADE FOR STORES RENDERING FULL PERFORMANCE DURING A QUARTER, AND ON A PRO RATA BASIS FOR STORES RENDERING PERFORMANCE FOR LESS THAN ONE FULL QUARTER BUT MORE THAN ONE CALENDAR MONTH. HOWEVER, R J REYNOLDS TOBACCO COMPANY MAY WITHHOLD PAYMENT FROM THE RETAILER IF THE RETAILER FAILS TO PROVIDE R J REYNOLDS TOBACCO COMPANY WITH SUFFICIENT CORRECT INFORMATION TO ISSUE A FORM 1099 TO THE RETAILER FOR ANY TAXABLE YEAR COVERED BY THIS AGREEMENT. IN THE CASE OF AN INDIVIDUAL PROPRIETORSHIP, THIS SUFFICIENT CORRECT INFORMATION IS HIS INDIVIDUAL NAME AND EITHER HIS SOCIAL SECURITY NUMBER OR EMPLOYER IDENTIFICATION NUMBER FOR HIS SOLE PROPRIETORSHIP. IN ADDITION TO THE RETAILER'S INDIVIDUAL NAME, HE MAY ALSO PROVIDE HIS BUSINESS NAME FOR THE SOLE PROPRIETORSHIP, PROVIDED HIS INDIVIDUAL NAME IS LISTED BEFORE THE BUSINESS NAME. HE MAY NOT FURNISH ONLY THE BUSINESS NAME. WITH RESPECT TO PARTNERSHIPS, ESTATES, TRUSTS AND SIMILAR ENTITIES, THIS INFORMATION IS THE ENTITY'S OR RETAILER'S EMPLOYER IDENTIFICATION NUMBER AS IT APPEARS ON THE PARTNERSHIP'S FORM 8501 (IRS FORM NUMBER). AS SOON AS THE APPLICABLE INFORMATION IS PROVIDED TO AND POSSESSED BY R J REYNOLDS TOBACCO COMPANY, IT WILL RELEASE ANY SUCH WITHHELD PAYMENTS TO THE RETAILER. THIS PORTION OF THE PROVISION DOES NOT APPLY IF THE RETAILER IS A CORPORATION. RETAILER WILL NOT DEDUCT AMOUNTS DUE UNDER CONTRACT FROM INVOICES DUE R J REYNOLDS TOBACCO COMPANY.

THIS CONTRACT WILL REMAIN IN EFFECT, UNLESS AND UNTIL TERMINATED BY EITHER PARTY UPON WRITTEN NOTICE DELIVERED TO THE OTHER. IN THE EVENT OF FAILURE OF PERFORMANCE BY RETAILER, THIS CONTRACT MAY BE TERMINATED BY R J REYNOLDS TOBACCO COMPANY FORTHWITH AND WITHOUT NOTICE.

THIS OFFER IS EXTENDED PURSUANT TO R J REYNOLDS TOBACCO COMPANY'S GENERAL PLAN, THAT, IN THE JUDGMENT OF THE COMPANY, IS MADE AVAILABLE ON PROPORTIONATELY EQUAL TERMS TO ALL COMPETING RETAILERS.

WE/I THE UNDERSIGNED RETAILER AND R J REYNOLDS TOBACCO COMPANY, BY SIGNING BELOW, THEREBY AGREE, FOR THE TYPE PLAN AND STORES DESIGNATED BELOW, TO THE TERMS AND CONDITIONS OF THE R J REYNOLDS TOBACCO COMPANY CARTON PREFERRED PRESENCE PLAN.

IS YOUR ORGANIZATION A CORPORATION, GOVERNMENT AGENCY, OR TAX EXEMPT? YES NO

IF NO, ENTER YOUR NAME AS SHOWN ON YOUR SOCIAL SECURITY CARD AND TIN IN THE APPLICABLE SPACE PROVIDED BELOW:

INDIVIDUAL NAME: Dale Darrow P. Brown

INDIVIDUAL PROPRIETORSHIP:

(SOCIAL SECURITY NUMBER)

OR PARTNERSHIP:

(EMPLOYER ID NUMBER)

STORE NAME Shelby's RJR ACCOUNT NUMBER 539069
(PLEASE PRINT)

STREET ADDRESS 36 Newburgh Road RJR TERRITORY NUMBER 122861

CITY/STATE Hackettstown, NJ ZIP 07840

CALL CLASSIFICATION K04 BRANCH (IF CHAIN) 2529-00-00

NUMBER OF QUALIFYING STORES	TOTAL QUARTERLY DOLLAR AMOUNT
1	\$ 1,473.00

RETAILER'S SIGNATURE Dale

7/10/92 DATE CONTRACT SIGNED

TITLE: President

CONTRACT EFFECTIVE DATE

R. J. REYNOLDS TOBACCO COMPANY

BY: _____

51847 6408

CHESTER

R. J. REYNOLDS TOBACCO COMPANY
TOTAL CATEGORY MANAGEMENT
SELF SERVICE CARTON OUTLET

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REQUIREMENTS FOR TOTAL CATEGORY MANAGEMENT

BASE LEVEL

FULL PRICE PACKS

RETAILER AGREES TO PROVIDE RJR: • NO LESS THAN COMPETITIVELY EQUAL PRESENCE FOR RJR FULL PRICE PACKAGE SALES, INCLUDING LOCATION OF DISPLAY(S) AND POINT OF SALE MATERIAL.

• APPROPRIATE PROMOTION CAPABILITY FOR RJR BRANDS.

FULL PRICE CARTONS

RETAILER AGREES TO PROVIDE RJR:

• SUFFICIENT SPACE TO SALES ON AN APPROVED SELF SERVICE CARTON FIXTURE.

SAVINGS BRANDS

RETAILER AGREES TO PROVIDE RJR:

• SUFFICIENT SPACE TO SALES ON AN APPROVED LOW PRICE CARTON AND/OR PACK FIXTURE.
• NO LESS THAN COMPETITIVELY EQUAL PRESENCE FOR RJR LOW PRICE BRANDS, INCLUDING LOCATION OF DISPLAY(S) AND DISPLAY SIZE.

• APPROPRIATE PRICE COMMUNICATION FOR RJR LOW PRICE BRANDS.

QUALIFICATION OF ALL BASE LEVEL REQUIREMENTS WILL BE DETERMINED BY AN RJR REPRESENTATIVE.

\$ 74.40

BASE LEVEL PAYMENT

REQUIREMENTS FOR FULL PARTICIPATION IN TOTAL CATEGORY MANAGEMENT

TOTAL PARTICIPATION

- ADHERE TO ALL REQUIREMENTS SET FORTH IN THIS CONTRACT REGARDING BASE LEVEL PARTICIPATION.
- RJR PRODUCTS ARE EQUALLY REPRESENTED IN ALL PRICE POINTS CURRENTLY MAINTAINED, AND THOSE CREATED IN THE FUTURE.

PAYMENT FOR TOTAL CATEGORY MANAGEMENT

\$ 274.40 MONTHLY PAYMENT (BASE LEVEL)

\$ 164.00 TOTAL CATEGORY MANAGEMENT PAYMENT

\$ 438.40 TOTAL MONTHLY PAYMENT

SPECIFIC REQUIREMENTS FOR BASE LEVEL AND TOTAL CATEGORY MANAGEMENT

- RETAILER MUST USE MERCHANTISER(S) APPROVED BY R J REYNOLDS TOBACCO COMPANY.
- RETAILER MUST MAINTAIN MERCHANTISERS IN LOCATIONS AGREED UPON BY R J REYNOLDS TOBACCO COMPANY.
- THE REMOVAL OF ONE OR MORE CRITERIA, OF BASE LEVEL PARTICIPATION, TERMINATES THIS PLAN.
- In place of RJR overhead fixtures; RJR "Y" signs will be placed in same locations where overhead now exists. Additionally, RJR neon sign and lighted cigarette price sign will be placed at front door/window. RJR business hour, push-pull and address decals will be placed on all doors. All lighted fixtures kept lit.

51847 6409

- ALL CONTRACTS GOVERNING INDIVIDUAL REQUIREMENTS MUST BE MAINTAINED IN COMPLIANCE TO QUALIFY FOR TOTAL CATEGORY MANAGEMENT.
- RETAILER WILL MAINTAIN ADEQUATE DISPLAY OF DESIGNATED CIGARETTE BRANDS ON DISPLAY AT ALL TIMES.
- RETAILER WILL PERMIT R J REYNOLDS TOBACCO COMPANY TO MAKE REASONABLE AUDITS OF PERFORMANCE AND TO INSPECT AND ROTATE RJR'S PRODUCT IN STORES UNDER CONTRACT.

TOTAL CATEGORY MANAGEMENT COMPLIANCE WILL BE DETERMINED BY AN RJR REPRESENTATIVE AND PAYMENT WILL BE MADE AT THE END OF EACH CALENDAR QUARTER BY CHECK AS SOON AS PRACTICABLE. PAYMENTS WILL BE MADE FOR STORES RENDERING FULL PERFORMANCE DURING A QUARTER, AND ON A PRO RATA BASIS FOR STORES RENDERING PERFORMANCE FOR LESS THAN ONE FULL QUARTER BUT MORE THAN ONE CALENDAR MONTH. HOWEVER, R J REYNOLDS TOBACCO COMPANY MAY WITHHOLD PAYMENT FROM THE RETAILER IF THE RETAILER FAILS TO PROVIDE R J REYNOLDS TOBACCO COMPANY WITH SUFFICIENT CORRECT INFORMATION TO ISSUE A FORM 1099 TO THE RETAILER FOR ANY TAXABLE YEAR COVERED BY THIS AGREEMENT. IN THE CASE OF AN INDIVIDUAL PROPRIETORSHIP, THIS SUFFICIENT CORRECT INFORMATION IS HIS INDIVIDUAL NAME AND EITHER HIS SOCIAL SECURITY NUMBER OR EMPLOYER IDENTIFICATION NUMBER FOR HIS SOLE PROPRIETORSHIP. IN ADDITION TO THE RETAILER'S INDIVIDUAL NAME, HE MAY ALSO PROVIDE HIS BUSINESS NAME FOR THE SOLE PROPRIETORSHIP, PROVIDED HIS INDIVIDUAL NAME IS LISTED BEFORE THE BUSINESS NAME. HE MAY NOT FURNISH ONLY THE BUSINESS NAME. WITH RESPECT TO PARTNERSHIPS, ESTATES, TRUSTS AND SIMILAR ENTITIES, THIS INFORMATION IS THE ENTITY'S OR RETAILER'S EMPLOYER IDENTIFICATION NUMBER AS IT APPEARS ON THE PARTNERSHIP'S FORM 8501 (IRS FORM NUMBER). AS SOON AS THE APPLICABLE INFORMATION IS PROVIDED TO AND POSSESSED BY R J REYNOLDS TOBACCO COMPANY, IT WILL RELEASE ANY SUCH WITHHELD PAYMENTS TO THE RETAILER. THIS PORTION OF THE PROVISION DOES NOT APPLY IF THE RETAILER IS A CORPORATION. RETAILER WILL NOT DEDUCT AMOUNTS DUE UNDER CONTRACT FROM INVOICES DUE R J REYNOLDS TOBACCO COMPANY.

THIS CONTRACT WILL REMAIN IN EFFECT, UNLESS AND UNTIL TERMINATED BY EITHER PARTY UPON WRITTEN NOTICE DELIVERED TO THE OTHER. IN THE EVENT OF FAILURE OF PERFORMANCE BY RETAILER, THIS CONTRACT MAY BE TERMINATED BY R J REYNOLDS TOBACCO COMPANY FORTHWITH AND WITHOUT NOTICE.

THIS OFFER IS EXTENDED PURSUANT TO R J REYNOLDS TOBACCO COMPANY'S GENERAL PLAN, THAT, IN THE JUDGMENT OF THE COMPANY, IS MADE AVAILABLE ON PROPORTIONATELY EQUAL TERMS TO ALL COMPETING RETAILERS.

WE, THE UNDERSIGNED RETAILER AND R J REYNOLDS TOBACCO COMPANY, BY SIGNING BELOW, THEREBY AGREE, FOR THE TYPE PLAN AND STORES DESIGNATED BELOW, TO THE TERMS AND CONDITIONS OF THE R J REYNOLDS TOBACCO COMPANY CARTON PREFERRED PRESENCE PLAN.

IS YOUR ORGANIZATION A CORPORATION, GOVERNMENT AGENCY, OR TAX EXEMPT? YES NO

IF NO, ENTER YOUR NAME AS SHOWN ON YOUR SOCIAL SECURITY CARD AND TIN IN THE APPLICABLE SPACE PROVIDED BELOW:

INDIVIDUAL NAME: _____

INDIVIDUAL PROPRIETORSHIP: _____ OR PARTNERSHIP: _____
(SOCIAL SECURITY NUMBER) (EMPLOYER ID NUMBER)

STORE NAME Shebby's RJR ACCOUNT NUMBER 539069
(PLEASE PRINT)

STREET ADDRESS 36 Newburgh Road RJR TERRITORY NUMBER 122861

CITY/STATE Hackettstown, NJ ZIP 07840

CALL CLASSIFICATION K04 BRANCH (IF CHAIN) 2529-00-00

NUMBER OF QUALIFYING STORES	TOTAL QUARTERLY DOLLAR AMOUNT
1	\$ 1,315.20

RETAILER'S SIGNATURE R. Shebby

TITLE: Proprietary

DATE CONTRACT SIGNED 7/10/92

R. J. REYNOLDS TOBACCO COMPANY

CONTRACT EFFECTIVE DATE

BY: _____

51847 6410

STANHOPE

R. J. REYNOLDS TOBACCO COMPANY

TOTAL CATEGORY MANAGEMENT

SELF SERVICE CARTON OUTLET

R J REYNOLDS TOBACCO COMPANY IS PLEASED TO ANNOUNCE THE FOLLOWING DISPLAY PLAN, EFFECTIVE JUNE 1, 1992, FOR RETAIL STORES THAT SELL 300+ CPW PRIMARILY BY THE CARTON.

REQUIREMENTS FOR TOTAL CATEGORY MANAGEMENT

BASE LEVEL

FULL PRICE PACKS

RETAILER AGREES TO PROVIDE RJR:

- NO LESS THAN COMPETITIVELY EQUAL PRESENCE FOR RJR FULL PRICE PACKAGE SALES, INCLUDING LOCATION OF DISPLAY(S) AND POINT OF SALE MATERIAL.
- APPROPRIATE PROMOTION CAPABILITY FOR RJR BRANDS.

FULL PRICE CARTONS

RETAILER AGREES TO PROVIDE RJR:

- SUFFICIENT SPACE TO SALES ON AN APPROVED SELF SERVICE CARTON FIXTURE.

SAVINGS BRANDS

RETAILER AGREES TO PROVIDE RJR:

- SUFFICIENT SPACE TO SALES ON AN APPROVED LOW PRICE CARTON AND/OR PACK FIXTURE.
- NO LESS THAN COMPETITIVELY EQUAL PRESENCE FOR RJR LOW PRICE BRANDS, INCLUDING LOCATION OF DISPLAY(S) AND DISPLAY SIZE.
- APPROPRIATE PRICE COMMUNICATION FOR RJR LOW PRICE BRANDS.

QUALIFICATION OF ALL BASE LEVEL REQUIREMENTS WILL BE DETERMINED BY AN RJR REPRESENTATIVE.

\$ 70.80

BASE LEVEL PAYMENT

REQUIREMENTS FOR FULL PARTICIPATION IN TOTAL CATEGORY MANAGEMENT:

TOTAL PARTICIPATION

- ADHERE TO ALL REQUIREMENTS SET FORTH IN THIS CONTRACT REGARDING BASE LEVEL PARTICIPATION.
- RJR PRODUCTS ARE EQUALLY REPRESENTED IN ALL PRICE POINTS CURRENTLY MAINTAINED, AND THOSE CREATED IN THE FUTURE.

PAYMENT FOR TOTAL CATEGORY MANAGEMENT

\$ 70.80 MONTHLY PAYMENT (BASE LEVEL)

\$ 164.00 TOTAL CATEGORY MANAGEMENT PAYMENT

\$ 434.80 TOTAL MONTHLY PAYMENT

SPECIFIC REQUIREMENTS FOR BASE LEVEL AND TOTAL CATEGORY MANAGEMENT

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51847 6411

- ALL CONTRACTS GOVERNING INDIVIDUAL REQUIREMENTS MUST BE MAINTAINED IN COMPLIANCE TO QUALIFY FOR TOTAL CATEGORY MANAGEMENT.
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IS YOUR ORGANIZATION A CORPORATION, GOVERNMENT AGENCY, OR TAX EXEMPT? YES NO

IF NO, ENTER YOUR NAME AS SHOWN ON YOUR SOCIAL SECURITY CARD AND TIN IN THE APPLICABLE SPACE PROVIDED BELOW:

INDIVIDUAL NAME: _____

INDIVIDUAL PROPRIETORSHIP: (SOCIAL SECURITY NUMBER) OR PARTNERSHIP: (EMPLOYER ID NUMBER)

STORE NAME	Shelby's	RJR ACCOUNT NUMBER	539069
(PLEASE PRINT)			
STREET ADDRESS	36 Newburgh Road	RJR TERRITORY NUMBER	122861
CITY/STATE	Hackettstown, NJ	ZIP	07840
CALL CLASSIFICATION	K04	BRANCH (IF CHAN)	2529-00-00

NUMBER OF QUALIFYING STORES	TOTAL QUARTERLY DOLLAR AMOUNT
1	\$ 1,304.40

RETAILER'S SIGNATURE _____



TITLE: _____

7/12/82
DATE CONTRACT SIGNED

R. J. REYNOLDS TOBACCO COMPANY

CONTRACT EFFECTIVE DATE

BY: _____

51847 6412

NEWTON

R. J. REYNOLDS TOBACCO COMPANY

TOTAL CATEGORY MANAGEMENT

SELF SERVICE CARTON OUTLET

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REQUIREMENTS FOR TOTAL CATEGORY MANAGEMENT

BASE LEVEL

FULL PRICE PACKS

- RETAILER AGREES TO PROVIDE RJR:
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QUALIFICATION OF ALL BASE LEVEL REQUIREMENTS WILL BE DETERMINED BY AN RJR REPRESENTATIVE.

\$374.20

BASE LEVEL PAYMENT

REQUIREMENTS FOR FULL PARTICIPATION IN TOTAL CATEGORY MANAGEMENT:

TOTAL PARTICIPATION

- ADHERE TO ALL REQUIREMENTS SET FORTH IN THIS CONTRACT REGARDING BASE LEVEL PARTICIPATION.
- RJR PRODUCTS ARE EQUALLY REPRESENTED IN ALL PRICE POINTS CURRENTLY MAINTAINED, AND THOSE CREATED IN THE FUTURE.

PAYMENT FOR TOTAL CATEGORY MANAGEMENT

\$ 374.20 MONTHLY PAYMENT (BASE LEVEL)

\$ 164.00 TOTAL CATEGORY MANAGEMENT PAYMENT

\$ 508.20 TOTAL MONTHLY PAYMENT

SPECIFIC REQUIREMENTS FOR BASE LEVEL AND TOTAL CATEGORY MANAGEMENT

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IS YOUR ORGANIZATION A CORPORATION, GOVERNMENT AGENCY, OR TAX EXEMPT? YES NO

IF NO, ENTER YOUR NAME AS SHOWN ON YOUR SOCIAL SECURITY CARD AND TIN IN THE APPLICABLE SPACE PROVIDED BELOW:

INDIVIDUAL NAME: _____

INDIVIDUAL PROPRIETORSHIP: _____

(SOCIAL SECURITY NUMBER) _____

OR PARTNERSHIP: _____

(EMPLOYER ID NUMBER) _____

STORE NAME Shelby's

(PLEASE PRINT)

RJR ACCOUNT NUMBER 539069

STREET ADDRESS 36 Newburgh Road

RJR TERRITORY NUMBER 122861

CITY/STATE Hackettstown, NJ

ZIP 07840

CALL CLASSIFICATION K04

BRANCH (IF CHAIN) 2529-00-00

NUMBER OF
QUALIFYING STORES
1

TOTAL QUARTERLY
DOLLAR AMOUNT
\$ 1,524.60

RETAILER'S SIGNATURE: D. Johns

TITLE: President

DATE CONTRACT SIGNED 7/10/82

R. J. REYNOLDS TOBACCO COMPANY

CONTRACT EFFECTIVE DATE

BY: _____

51847 6414